

**Commonwealth of Kentucky
Before the Public Service Commission**

In the Matter of:

JOINT APPLICATION FOR APPROVAL)
OF THE INDIRECT TRANSFER OF)
CONTROL RELATING TO THE) CASE NO. 2006-00136
MERGER OF AT&T, INC. AND)
BELLSOUTH CORPORATION)

**ATTORNEY GENERAL'S SUPPLEMENTAL REQUEST FOR INFORMATION
REDACTED**

Comes now the intervenor, the Attorney General of the Commonwealth of Kentucky, by and through his Office of Rate Intervention, and submits this Supplemental Request for Information to AT&T, Inc., ("AT&T") and Bellsouth Corporation ("Bellsouth") [hereinafter jointly referred to as the "Joint Applicants"] to be answered by the date specified in the Commission's Order of Procedure, and in accord with the following:

(1) In each case where a request seeks data provided in response to a staff request, reference to the appropriate request item will be deemed a satisfactory response.

(2) Please identify the witness who will be prepared to answer questions concerning each request.

(3) These requests shall be deemed continuing so as to require further and supplemental responses if the company receives or generates additional

information within the scope of these requests between the time of the response and the time of any hearing conducted hereon.

(4) If any request appears confusing, please request clarification directly from the Office of Attorney General.

(5) To the extent that the specific document, workpaper or information as requested does not exist, but a similar document, workpaper or information does exist, provide the similar document, workpaper, or information.

(6) To the extent that any request may be answered by way of a computer printout, please identify each variable contained in the printout which would not be self evident to a person not familiar with the printout.

(7) If the Joint Applicants have objections to any request on the grounds that the requested information is proprietary in nature, or for any other reason, please notify the Office of the Attorney General as soon as possible.

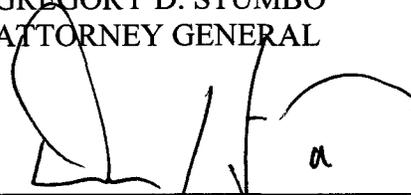
(8) For any document withheld on the basis of privilege, state the following: date; author; addressee; indicated or blind copies; all persons to whom distributed, shown, or explained; and, the nature and legal basis for the privilege asserted.

(9) In the event any document called for has been destroyed or transferred beyond the control of the company, please state: the identity of the person by whom it was destroyed or transferred, and the person authorizing the destruction or transfer; the time, place, and method of destruction or transfer;

and, the reason(s) for its destruction or transfer. If destroyed or disposed of by operation of a retention policy, state the retention policy.

(10) Please provide written responses, together with any and all exhibits pertaining thereto, in one or more bound volumes, separately indexed and tabbed by each response.

Respectfully submitted,
GREGORY D. STUMBO
ATTORNEY GENERAL

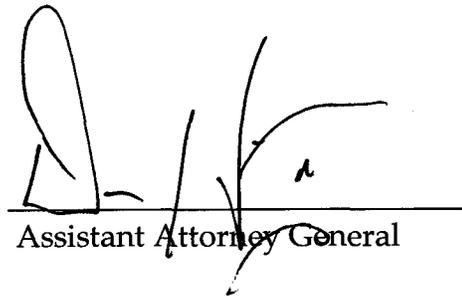
A handwritten signature in black ink, appearing to read "Dennis G. Howard, II", is written over a horizontal line. The signature is stylized and includes a small lowercase letter "a" at the end.

DENNIS G. HOWARD, II
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Submission of Filing in Paper Medium

Per instructions 11 and 22 of the Commission's 12 April 2006 order, Counsel submits the original of the foregoing document, in paper medium, to be filed by hand delivery on 16 May, 2006 to:

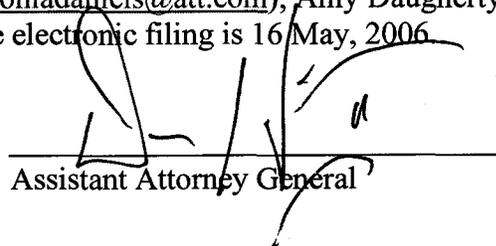
Beth O'Donnell
Executive Director
Public Service Commission
211 Sower Blvd.
Frankfort, KY 40601



Assistant Attorney General

Certification Regarding Electronic Filing

Pursuant to instructions 11 and 13 of the April 12, 2006 order, counsel certifies submission of the foregoing document in electronic medium. Pursuant to instruction 15, he certifies that: (a) the electronic version of the filing is a true and accurate copy of the original document filed in paper medium; (b) he has, by electronic mail, notified the Commission and the following applicable parties that the electronic version of the filing has been transmitted to the Commission: E. P. Steiner (eppsteiner@att.com); Holland McTyiere (hnm@gdm.com); Sonia Daniels (soniadaniels@att.com); Amy Daugherty (aedougherty@ky.gov); and (c) the date of the electronic filing is 16 May, 2006.



Assistant Attorney General

**Attorney General's Supplemental Request for Information
to the Joint Applicants
Case Number 2006-00136**

1. Please reference the Joint Applicants' response to the Attorney General's Initial Data Request at 1.a., Bates stamped page 000001.
 - a. Have the Joint Applicants publicly stated that workforce reductions [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]
 - b. Regardless of the answer to subpart a., please provide the following information relative to the [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] as stated in the document:
 - (i) Total number of positions;
 - (ii) The titles;
 - (iii) Job duties; and
 - (iv) Location.This breakdown should show total reduction as it relates to Kentucky.
2. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000006. Please explain what the Joint Applicants mean when they state, [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]
3. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000006. Please explain your understanding of the phrase occurring in the last bullet wherein it is stated, [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]
4. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000007. Please explain what the ramifications would be on the possibility [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL]

5. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000009. After the second bullet, please explain, in detail, [BEGIN CONFIDENTIAL] [REDACTED]
[END CONFIDENTIAL]
6. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000010. Please explain what is meant at the last bullet wherein Joint Applicants state [BEGIN CONFIDENTIAL] [REDACTED]
[REDACTED] [END CONFIDENTIAL]
7. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000042. Please reference the line [BEGIN CONFIDENTIAL] [REDACTED]
[REDACTED] [END CONFIDENTIAL] Are these [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] packages as defined in House Bill 337, which was signed into law during the 2006 Regular Session of the Kentucky General Assembly? If not, please explain the difference between [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] and package, the latter as used in HB 337 (for which BellSouth heavily lobbied.)
8. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000044. Please reference the total force reduction of [BEGIN CONFIDENTIAL] [REDACTED]
[REDACTED] [END CONFIDENTIAL]
- Is this number inclusive of the total listed in the Joint Applicants' Response to the Attorney General's Initial Data Request at 1.a.? If not, please explain.
 - What is the total anticipated workforce reduction as a consequence of this application?
 - What is the total anticipated workforce reduction as a consequence of both mergers combined?
9. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000062. What is meant by [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] at the bottom of the page?
10. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000361. Please

reference the first bullet at [BEGIN CONFIDENTIAL] [REDACTED]
[REDACTED] [END CONFIDENTIAL] Will there be any reduction in
Kentucky's workforce as associated with the number listed therein? If so,
please provide:

- (i) The number of employees;
- (ii) Their positions;
- (iii) Their titles;
- (iv) Job duties; and
- (v) Locations.

11. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000391. Will any of the noted reductions occur in Kentucky? If so, please provide:

- (i) The number of employees;
- (ii) Their positions;
- (iii) Their titles;
- (iv) Job duties; and
- (v) Locations.

12. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000430. Why are no federal governmental agencies list therein, at least in the opinion of the Joint Applicants?

13. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000465. The following quote appears, [BEGIN CONFIDENTIAL] [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED] [END
CONFIDENTIAL]

14. Please reference the Joint Applicants' Response to the Attorney General's Initial Data Request at Number 37, Bates stamped page 000611. Please reference the paragraph which begins, [BEGIN CONFIDENTIAL] [REDACTED]

[REDACTED] [END CONFIDENTIAL] Would the Joint Applicants agree not to raise basic local service in the Commonwealth of Kentucky for a specific period of time, such as three years, as a condition for the approval of this application?

15. In the event that the Attorney General agrees to enter a settlement with Joint Applicants in the instant proceeding [note: this should not be construed as an indication of any intent on the part of the Attorney General to enter any settlement agreement], would Joint Applicants agree, as a condition to any such potential settlement, to settle any and all outstanding issues pending in Kentucky PSC Case No. 2005-00186?